

Address change to:
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16 Stanley Street, Central, Hong Kong.

富榮秘書服務有限公司

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Your Ref:

Our Ref: S/5411/89 LTO/sl

8th November, 2006

Securities and Exchange Commission,
Division of Corporate Finance,
Office of International Corporate Finance,
Room 3045 (Stop 3-4),
450 Fifth Street,
Washington, D.C.20549,
United States of America.

SUPPL

RECEIVED
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OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Ladies and Gentlemen,

Re: Starlight International Holdings Limited
("the Company")
Rule 12g3-2(b) Exemption
File No.82-3594

PROCESSED
NOV 21 2006
THOMPSON
FINANCIAL

Pursuant to Rule 12g3-2(b)(1)(iii), and on behalf of the Company, enclosed are the documents described on Annex A hereto for your attention.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on January 11, 1994.

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), and that neither this letter nor the Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2827 4748 in Hong Kong if you have any questions.

Thank you for your attention.

Yours faithfully,
For and on behalf of
FAIR WIND SECRETARIAL SERVICES
LIMITED

LO Tai On
Director

Enc.
c.c. the Company

Annex A to Letter to the SEC
dated 8th November, 2006 of
Starlight International Holdings Limited

The documents checked below are being furnished to the SEC to supplement information provided with respect to the Company's request for exemption under Rule 12g3-2, which exemption was established on January 11, 1994:-

DESCRIPTION OF DOCUMENT

1. Title : Notification of Repurchases of Company's Shares
Date : 16th October, 2006

Entities requiring item: HKSE pursuant to Exchange Listing Agreement.

2. Title : Notification of movement of securities in Hong Kong
Date : 31st October, 2006

Entities requiring item: HKSE pursuant to Exchange Listing Agreement; and

Monthly Return on Movement of Listed Equity Securities
for the month ended 31st October, 2006

O: The Research & Planning Department of The Stock Exchange of
Hong Kong Limited

From: Starlight International Holdings Limited
(Name of Company)

Mr. Peter LEE Yip Wah Tel No: 2827 1778
(Name of Responsible Official)

Date: 2nd November, 2006

(A) Information of Types of Listed Equity Securities:
(please tick wherever applicable)

- 1. Ordinary shares Preference shares: _____
please specify: _____
- 3. Other classes of shares : : please specify: _____
- 4. Warrants : : please specify: _____

(B) Movement in Authorised Share Capital:

	No. of Ordinary shares/Preference shares/other classes of shares	Par Value (HK\$)	Authorised Share Capital (HK\$)
Balance at close of preceding month:	1,250,000,000	\$0.40	\$500,000,000
Increase/(Decrease) (SGM approval date):	Nil	Nil	Nil
Balance at close of the month:	1,250,000,000	\$0.40	\$500,000,000

(C) Movement in Issued Share Capital:

	No. of Ordinary shares	No. of Preference shares	No. of other classes of shares
Balance at close of preceding month:	757,820,614	Nil	Nil
Increase/(Decrease) during the month	(647,500)	Nil	Nil
Balance at close of the month:	757,173,114	Nil	Nil

D) Details of Movement:

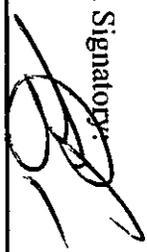
* please delete and insert "N/A" wherever inapplicable

TYPE OF SECURITIES	SECURITIES IN ISSUE AT CLOSE OF PRECEDING MONTH	MOVEMENT DURING THE MONTH				SECURITIES IN ISSUE AT CLOSE OF THE MONTH	IN NO. OF NEW SHARES ARISING THEREFROM
		Granted	Exercised	Cancelled	No. of Options		
SHARE OPTIONS* Type Employee share option scheme adopted on 12th September, 2002	Exercise price: HK\$0.40	1,700,500	Nil	Nil	Nil	1,700,500	
	Exercise price: HK\$0.86	15,144,000	Nil	Nil	Nil	15,144,000	
	Exercise price: HK\$0.808	3,000,000	Nil	Nil	Nil	3,000,000	
	Exercise price: HK\$0.814	2,650,000	Nil	Nil	Nil	2,650,000	
	Exercise price: HK\$0.80	4,910,000	Nil	Nil	Nil	4,910,000	
	Exercise price: HK\$0.89	19,160,000	Nil	Nil	Nil	19,160,000	
Exercise price: HK\$1.15	0	500,000*	Nil	Nil	500,000		
2. Employee share option scheme adopted on							
Exercise price: HK\$							
WARRANTS*	Nominal Value (HK\$)	Exercised (HK\$)				Nominal Value (HK\$)	
Date of Expiry							
Subscription price HK\$							
Subscription price HK\$							
Subscription price HK\$							
* granted on 16th August, 2006							

CONVERTIBLES*	Units	Converted (Units)	Units	
Convertibles Notes Convertible price: HK\$ _____	N/A	N/A	N/A	
OTHER ISSUES OF SHARES* Rights Issue Placing Bonus Issue Scrip Dividend Repurchase of share Redemption of share Consideration issue Others (Please specify)	Price: Price:	Issue and allotment Date: Issue and allotment Date: Issue and allotment Date: Issue and allotment Date: Cancellation Date: 16th October, 2006 (as per the board meeting passed) Redemption Date: Issue and allotment Date: Issue and allotment Date:	Total No. of ordinary shares/preference shares/other classes of shares increased/(decreased) during the month:	(647,500)

Remarks:

Authorised Signatory:



Name: Peter LEE Yip Wah
 Title: Secretary

Note: All information contained in this form may be reproduced and provided to other information vendors or users of market data at the sole discretion of the Stock Exchange without prior notification to the company/issuer.
 S5411/Form1.doc/81

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE
OF HONG KONG LIMITED ("THE EXCHANGE")

FORM G

Case Number: _____

By Fax/Hand

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited

Date: 16 October 2006

Dear Sir,

Name of Company: Starlight International Holdings Limited (Stock Code : 0485)

Description of Securities: Ordinary Shares

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>HKD</u>	
				<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
16 October, 2006	647,500	On the Exchange	1.2800	1.2600	823,700.00

Total 647,500 823,700.00

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional Information for company's whose primary listing is on the Exchange

- Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (a) 647,500
- % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution
((a) x 100)
647,500 / 757,820,614 0.0854 %

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated ...31 July, 2006... which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully



Signed _____

Name: Lau Sak Hong
Director, Secretary or other duly authorised
officer
for and on behalf of
Starlight International Holdings Limited